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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

COLONY CAPITAL, LLC, a
Delaware limited liability company, and
COLONY INVESTORS IV, L.P., a
Delaware limited partnership,

Plaintiff,

v.

THE NATIONAL RETIREMENT
FUND, and DOES 1 through 10,
inclusive,

Defendants.

CASE NO.: CV 11-07235-R (AGRx)

Hon. Manuel L. Real

**DECLARATION OF RONALD E.
RICHMAN IN SUPPORT OF
DEFENDANT THE NATIONAL
RETIREMENT FUND'S MOTION
TO DISMISS FOR IMPROPER
VENUE OR TRANSFER VENUE
PURSUANT TO 28 U.S.C. § 1404(A)
OR 1406(A)**

DATE: October 17, 2011
TIME: 10:00 a.m.
COURTROOM: 8

1 I, RONALD E. RICHMAN, hereby declare and state as follows:

2 1. I am an attorney at law, licensed to practice before the courts of the state
3 of New York. I am a member of Schulte Roth & Zabel LLP, lead counsel in the
4 above-captioned action, with offices located at 919 Third Avenue New York, NY
5 10022. I submit this declaration in support of the Motion of Defendant The National
6 Retirement Fund (the "Fund") To Dismiss For Improper Venue or Transfer Venue
7 Pursuant to 28 U.S.C. § 1404(A) or 1406(A). I have personal knowledge of the
8 matters set forth below and, if called upon to testify thereto, I could and would
9 competently do so under oath.

10 2. During a telephone conversation between me and Daniel M. Petrocelli,
11 of O'Melveny & Meyers LLP ("O'Melveny"), lead counsel for Plaintiffs Colony
12 Capital, LLC and Colony IV, L.P., in or about July or August 2011, Mr. Petrocelli
13 indicated that he regularly conducts business in New York State, including out of
14 O'Melveny's office located at 7 Times Square, New York, New York 10036.

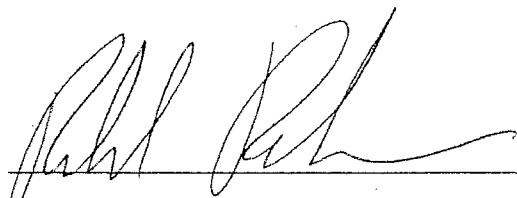
15 3. According to Plaintiffs' complaint, in 2009, RIH defaulted on a \$360
16 million loan from Column Financial ("Column"), which is a subsidiary of Credit
17 Suisse, and other lenders. (Cmplt. at ¶ 24.) To settle the lenders' claims, the Colony
18 Parties agreed to a "deed in lieu of foreclosure" transaction. (Id. at ¶¶ 22, 24, 27.) At
19 the same time, Colony IV assigned all of its ownership interest in Colony RIH (and,
20 accordingly, RIH) to Nicholas Ribis, who previously owned five percent of Colony
21 RIH, in exchange for no consideration from Mr. Ribis (the "2009 Transaction"). (Id.
22 at ¶¶ 27-28.)

23 4. Upon information and belief, the 2009 Transaction was negotiated by
24 parties primarily located in New York, New York, where Column has its
25 administrative offices and where all of the following were (at the time of the
26 transaction) located: Column's counsel at Skadden, Arps, Slate, Meagher & Flom
27 LLP's New York City office, the Colony Parties' counsel at Wilkie Farr & Gallagher
28 LLP, Colony Capital's General Counsel (Ronald Sanders) and Mr. Ribis.

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the
2 foregoing is true and correct.

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5 DATED: September 19, 2011

By:



Ronald E. Richman

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